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Company GUC Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**MOTORS LIQUIDATION COMPANY GUC
TRUST'S REPLY TO RESPONSES OF MOHAMED A. FETOUH
TO THE 171ST AND 177TH OMNIBUS OBJECTIONS TO CLAIMS
(WELFARE BENEFITS CLAIMS OF RETIRED
AND FORMER SALARIED AND EXECUTIVE EMPLOYEES)**

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TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

The Motors Liquidation Company GUC Trust (the “**GUC Trust**”), formed by the above-captioned debtors (collectively, the “**Debtors**”)¹ in connection with the Debtors’ Second Amended Joint Chapter 11 Plan, dated March 18, 2011 (as may be amended, supplemented, or modified from time to time), files this reply (the “**Reply**”) to the Responses (defined below) interposed by Mohamed A. Fetouh to the 171st Omnibus Objections to Claims (Welfare Benefits Claims of Retired and Former Salaried and Executive Employees) (ECF No. 8853) (the “**171st Omnibus Objection**”) and the 177th Omnibus Objections to Claims (Welfare Benefits Claims of Retired and Former Salaried and Executive Employees) (ECF No. 8859) (the “**177th Omnibus Objection**,” and together with the 171st Omnibus Objection, the “**Omnibus Objections**”), and respectfully represents:

Preliminary Statement

1. On January 26, 2011, the Debtors filed the Omnibus Objections. The Omnibus Objections seek the disallowance and expungement of certain compensation and welfare benefits claims of retired and former salaried and executive employees of the Debtors on the basis that such claims (a) are related to unvested welfare benefits that were capable of being modified or terminated by the Debtors at will pursuant to the terms of the operative documents governing such welfare benefits, and were modified or terminated in accordance with such operative documents, and (b) to the extent modified, have otherwise been assumed by New GM²

¹ The Debtors are Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”), MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.), Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

² Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Omnibus Objections.

pursuant to the terms of the Master Purchase Agreement and, as described in the Omnibus Objections, are not the responsibility of the Debtors or the GUC Trust and therefore should be disallowed and expunged from the claims register.

2. Responses to the Omnibus Objections were due by February 22, 2011. The responses listed on **Annex “A”** hereto and described further herein were provided to counsel to the Debtors with respect to the Omnibus Objections (collectively, the “**Responses**”) by Mohamed A. Fetouh relating to his individual claims (the “**Claims**”).

3. The Responses are generally not substantive, but are critical of the reduction or termination of welfare benefits provided to retired and former salaried and executive employees of the Debtors. After reviewing the Responses, the GUC Trust³ respectfully reiterates the Debtors’ position in the Omnibus Objections, and submits that Mr. Fetouh has failed to provide any legal or factual support for the Claims. Notwithstanding Mr. Fetouh’s opposition, the Responses should be dismissed because (i) the Debtors had a right to amend or terminate the employee welfare benefit plans (the “**Welfare Benefits Plans**”) providing medical, dental, vision, and life insurance benefits (the “**Welfare Benefits**”), including those on which the Claims are based, without further liability, and in all relevant instances did so, and (ii) New GM otherwise assumed Welfare Benefits as they existed on the Commencement Date and continues to provide Welfare Benefits as modified prior to their assumption by New GM, and consequently the Debtors and the GUC Trust have no liability for the Claims. Accordingly, the GUC Trust files this Reply in support of the Omnibus Objections and respectfully requests that the Claims be disallowed and expunged from the claims register.

³ While the Omnibus Objections were filed by the Debtors, this Reply is being filed by the GUC Trust because, pursuant to the Plan, the GUC Trust now has the exclusive authority to prosecute and resolve objections to Disputed General Unsecured Claims (as defined in the Plan).

4. The Debtors and the GUC Trust are, of course, sympathetic with the impact that the financial problems of the Debtors have had on Mr. Fetouh's welfare benefits. However, in view of the Debtors' liquidation and under applicable law, there should be no other outcome.

The Claims Should Be Disallowed and Expunged

5. Mr. Fetouh has failed to demonstrate the validity of his Claims and, thus, the Claims should be disallowed and expunged. *See, e.g., In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff'd*, No. 09 Civ. 2229 (DC), 2010 WL 234827 (S.D.N.Y. Jan. 22, 2010) (claimant has burden to demonstrate validity of claim when objection is asserted refuting claim's essential allegations).

**(A) The Claims Should Be Disallowed
As Debtors Had Right to Amend or Terminate Each Welfare Benefit Plan**

6. In the Responses, Mr. Fetouh has not demonstrated that the Debtors were bound by any legal or contractual requirement to continue to provide him, or other retired and former salaried and executive employees, with the Welfare Benefits on a permanent basis. The Omnibus Objections explain that the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), comprehensively regulates employer-provided welfare benefit plans, and that ERISA does not require an employer to provide or to vest welfare benefits. Welfare benefits provided under the terms of a welfare benefit plan may therefore be reduced or forfeited in accordance with the terms of the applicable welfare benefit plan. 29 U.S.C. § 1051(1); *see Moore v. Metro. Life Ins. Co.*, 856 F.2d 488, 491 (2d Cir. 1988); *Sprague v. Gen. Motors Corp.*, 133 F.3d 388, 400 (6th Cir. 1998).

7. In addressing claims similar to Mr. Fetouh's Claims, the Sixth Circuit has noted that welfare plans such as the Welfare Benefit Plans are specifically exempted from

vesting requirements (to which pension plans are subject) under ERISA, and accordingly, employers “*are generally free under ERISA, for any reason at any time, to adopt, modify or terminate welfare plans.*” *Curtiss-Wright Corp. v. Schoonejongen*, 514 U.S. 73, 78 (1995) (emphasis added) (citing *Adams v. Avondale Indus., Inc.*, 905 F.2d 943, 947 (6th Cir. 1990)). As noted in the Omnibus Objections, however, the Sixth Circuit has recognized that once welfare benefits are vested, they are rendered forever unalterable.

8. Thus, Mr. Fetouh bears the burden of showing that the Debtors intended to vest Welfare Benefits provided by the Welfare Benefits Plans, and did *in fact* vest the Welfare Benefits, such that Mr. Fetouh has a contractual right to the perpetual continuation of his Welfare Benefits at a contractually specified level.

9. In the Responses, Mr. Fetouh has not provided any evidence that contradicts the Debtors’ common practice of advising participants of the Welfare Benefits Plans of the Debtors’ right to amend or terminate the Welfare Benefits at any time. Moreover, Mr. Fetouh has not provided any evidence of a separate, affirmative contractual obligation on the part of the Debtors to continue to provide the Welfare Benefits specifically to Mr. Fetouh. Therefore, the Debtors and the GUC Trust do not have any liability with respect to the reduction in or discontinuation of the Welfare Benefits.

(B) Ongoing Benefits Have Been Assumed by New GM

10. On the Closing Date, New GM completed its purchase of certain assets in accordance with the Master Purchase Agreement. Pursuant to Section 6.17(e) of the Master Purchase Agreement (*Assumption of Certain Parent Employee Benefit Plans and Policies*), New GM assumed the plans specified in a disclosure schedule, and the Welfare Benefit Plans are set forth on that schedule. New GM assumed the obligation to provide the Welfare Benefits to the extent required to be provided under the terms of the applicable Welfare Benefits Plan in effect

on the Closing Date, including both responsibility for all claims incurred prior to the Closing Date and all future claims properly payable pursuant to the terms of the applicable Welfare Benefit Plan in effect when such claims are incurred. Therefore, the Debtors and the GUC Trust do not have any liability with respect to Welfare Benefits that have been assumed by New GM, and Mr. Fetouh has not provided any credible factual or legal basis to suggest otherwise.

The Responses: Claim Nos. 23024 and 23308: Mohamed A. Fetouh

11. On February 15, 2011, informal responses were received by attorneys to the Debtors from Mohamed A. Fetouh stating opposition to the relief sought in the Omnibus Objections with respect to the Claims (*See* Proof of Claim No. 23024 at **Exhibit 1** hereto, Proof of Claim No. 23308 at **Exhibit 2** hereto, and the Responses at **Exhibit 3** hereto).

12. In the Responses, Mr. Fetouh objects to the treatment afforded to former employees of the Debtors as part of the Debtors' liquidation, and notes the substantial expenditure he would incur to cover the expected costs of similar welfare benefits.

13. The Responses provide no additional support for the Claims. The GUC Trust is not aware of any documentation or facts supporting the Claims. For the reasons set out above, the Debtors respectfully submit that the Responses should be overruled, and the Claims should be disallowed and expunged.

Conclusion

14. Because (i) ERISA recognizes that employers are free to amend or terminate welfare benefits, (ii) no contrary contractual right to vested welfare benefits has been established by Mr. Fetouh; and (iii) New GM assumed the Welfare Benefit Plans as modified, the Debtors and the GUC Trust have no liability for Mr. Fetouh's Claims. The GUC Trust reiterates that the Responses have not provided any legal or factual support for the Claims and

cannot be afforded prima facie validity under the Bankruptcy Code. Accordingly, the Claims should be disallowed and expunged in their entirety.

WHEREFORE, for the reasons set forth above and in the Omnibus Objections, the GUC Trust respectfully requests that the Court grant the relief requested in the Omnibus Objections and such other and further relief as is just.

Dated: New York, New York
May 21, 2012

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Annex A

171st and 177th Omnibus Objection to Claims (Welfare Benefits Claims of Retired and Former Salaried and Executive Employees)					
No.	Proof of Claim No.	Response Docket No.	Name	Total Claimed	Summary
1.	23024	Informal	Fetouh, Mohamed A.	\$86,675.00 (U)	Mr. Fetouh objects to the treatment afforded to former employees of the Debtors as part of their liquidation, and notes the amounts he would incur to cover the expected cost of similar welfare benefits.
2.	22308	Informal	Fetouh, Mohamed A.	\$142,697.00 (U)	See Proof of Claim 23024 above.

Exhibit 1

01076009

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APS0542052782



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor (Check Only One) Case No
☒ Motors Liquidation Company (f/k/a General Motors Corporation) 09-50026 (REG)
☐ MLCS, LLC (f/k/a Saturn, LLC) 09-50027 (REG)
☐ MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) 09-50028 (REG)
☐ MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc) 09-13558 (REG)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item # 5). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property) FETOUH MOHAMED A

Name and address where notices should be sent

FETOUH MOHAMED A
 4864 SEASONS
 TROY MI 48098-6621

☐ Check this box to indicate that this claim amends a previously filed claim

Court Claim Number _____
 (If known)

Filed on _____

Telephone number 248-641-1928
 Email Address mfetouh@sbcglobal.net

Name and address where payment should be sent (if different from above)

FILED - 23024
 MOTORS LIQUIDATION COMPANY
 F/K/A GENERAL MOTORS CORP
 SDNY # 09-50026 (REG)

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars

☐ Check this box if you are the debtor or trustee in this case

Telephone number

1 Amount of Claim as of Date Case Filed, June 1, 2009 \$ 86,675.00

If all or part of your claim is secured, complete item 4 below, however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2 Basis for Claim value of cancelled basic life insurance.
 (See instruction #2 on reverse side)

3 Last four digits of any number by which creditor identifies debtor 6040

3a Debtor may have scheduled account as _____
 (See instruction #3a on reverse side)

4 Secured Claim (See instruction #4 on reverse side)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Equipment ☐ Other Describe

Value of Property \$ _____ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim, if any \$ _____

Basis for perfection _____

Amount of Secured Claim \$ _____ Amount Unsecured \$ _____

6 Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim

7 Documents Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary (See instruction 7 and definition of "redacted" on reverse side)

DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING

If the documents are not available, please explain in an attachment

Your Claim is Scheduled As Follows.



If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS. If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.

5 Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount

Specify the priority of the claim

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)

☐ Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4)

☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)

☐ Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family or household use - 11 U.S.C. § 507(a)(7)

☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)

☐ Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2))

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)()

Amount entitled to priority

\$

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Date 11/10/09
 11/10/09

Signature The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

[Signature]

FOR COURT USE ONLY

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules. The attorneys for the Debtors and their court-appointed claims agent, The Garden City Group, Inc., are not authorized and are not providing you with any legal advice.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL**, THE GARDEN CITY GROUP, INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, P.O. BOX 9386, DUBLIN, OH 43017-4286. **IF BY HAND OR OVERNIGHT COURIER**, THE GARDEN CITY GROUP, INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. PROOFS OF CLAIM MAY ALSO BE HAND DELIVERED TO THE UNITED STATES BANKRUPTCY COURT, SDNY, ONE BOWLING GREEN, ROOM 534, NEW YORK, NEW YORK 10004. **ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.**

THE GENERAL AND GOVERNMENTAL BAR DATE IS NOVEMBER 30, 2009 AT 5 00 P.M. (PREVAILING EASTERN TIME)

Court, Name of Debtor, and Case Number

These Chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on June 1, 2009. You should select the debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

Creditor's Name and Address

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1 Amount of Claim as of Date Case Filed

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2 Basis for Claim

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the debtor, trustee or another party in interest files an objection to your claim.

3 Last Four Digits of Any Number by Which Creditor Identifies Debtor

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor, if any.

3a Debtor May Have Scheduled Account As

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4 Secured Claim

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5 Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a)

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

For claims pursuant to 11 U.S.C. § 503(b)(9), indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before June 1, 2009, the date of commencement of these cases. (See DEFINITIONS, below.) Attach documentation supporting such claim.

6 Credits

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

7 Documents

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature

The person filing this proof of claim must sign and date it FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case. The Debtors in these Chapter 11 cases are:

Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026 (REG)
MLCS, LLC (f/k/a Saturn, LLC)	09-50027 (REG)
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028 (REG)
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558 (REG)

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with The Garden City Group, Inc. as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be

paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim for the value of any goods received by the debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's

tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

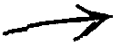
To receive acknowledgment of your filing from The Garden City Group, Inc., please provide a self-addressed, stamped envelope and a copy of this proof of claim when you submit the original claim to The Garden City Group, Inc.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

Additional Information

If you have any questions with respect to this claim form, please contact Alix Partners at 1 (800) 414-9607 or by e-mail at claims@motorsliquidation.com.

Coverage	Self + Spouse/ Domestic Partner	Before Tax	\$0 00
		After Tax	\$2 00
Enrolled Dependents.	Samira M Fetouh		
Insurance Benefits			
 Basic Life Insurance	Basic Life Insurance - Salaried		\$0.00
Coverage	2 X Annual Base Salary	Before Tax	\$0 00
Volume	\$96,675.00	After Tax	\$0 00
Personal Accident Insurance - Employee	Personal Accident Insurance - Employee		\$7.50
Coverage	\$500,000	Before Tax	\$0 00
Volume	\$500,000.00	After Tax	\$7 50
Personal Accident Insurance - Spouse	Personal Accident Insurance - Spouse		\$3.75
Coverage	\$250,000	Before Tax	\$0 00
Volume	\$250,000.00	After Tax	\$3 75
Totals			
		Before Tax Total:	\$0.00
		After Tax Total:	\$163.25
		Calendar Monthly Total:	\$163.25

Important Legal and Administrative Information

IMPORTANT NOTICE to Allison Transmission, Inc. employees: When the sale of Allison Transmission, Inc. was completed, you automatically became a participant in Allison Transmission, Inc. sponsored benefit plans and no longer participate in GM sponsored benefit plans. Due to administrative complexities, during a transition period currently anticipated to end by December 31, 2008, certain of your benefits information, including Annual Enrollment materials, may continue to reference GM sponsored benefit plans and/or will contain a GM logo. **However notwithstanding such references or logos, as a participant in Allison Transmission, Inc. sponsored benefit plans, all Allison Transmission, Inc. terms and conditions apply.** No such reference gives any Allison Transmission, Inc. employee rights to any GM-sponsored benefits after the sale nor establishes an employment relationship with GM.

Terms and Conditions

By enrolling in one or more of the plans, you agree to the following terms and conditions

You understand that General Motors will enroll you for the health care options you have selected for which you are eligible, and which you have not waived or canceled, with the appropriate carrier(s) as determined by General Motors.

If you enroll in life insurance after you are first eligible or elect to increase your coverage, you understand that you may be required to provide proof of good health. You understand that you must be actively at work in order for coverage to go into effect. If the effective date is not a regularly scheduled work day, the life insurance will become effective on such date, provided you were actively at work on the last regularly scheduled work day prior to the effective date. If you are not actively at work on the effective date of coverage, you understand your effective date of coverage will be postponed until you return to work. Under current Plan terms, Optional Life, Dependent Life, and Personal Accident Insurance generally remain in effect as long as (i) you are eligible for Basic Life Insurance (see the Summary Plan Description for exceptions), (ii) the Group Policy remains in effect, (iii) the required contributions are made, and (iv) for Dependent Life and/or Personal Accident

Your New Benefits

[Print This Page](#) | [Close](#)

2008 Benefits

Below is a summary of your **new benefits** for this event **2008 Enrollment**. This summary will serve as your confirmation if you do not want to make any changes.

Your Health & Insurance Benefits		Calendar Monthly Cost
Health Benefits		
Medical:	Enhanced PPO (BCBS-US-RS)	\$121.00
Coverage:	Self + Spouse/ Domestic Partner	Before Tax \$0.00
		After Tax \$121.00
Enrolled Dependents	Samira M Fetouh	
<ul style="list-style-type: none">The carrier for this plan is Blue Cross and Blue Shield. Prescription Drug coverage administered by Medco for Enhanced PPO. Contact Medco for any prescription drug coverage questions at www.medco.com or 1-800-464-4679.Your physician, hospital, and/or skilled nursing facility obtains precertification. Precertification is not a guarantee of benefit payment. To be covered, the service must meet all terms and conditions of the Program.		
Health Savings Account:	No Health Savings Account with Bank of America	\$0.00
		Before Tax \$0.00
		After Tax \$0.00
<ul style="list-style-type: none">To take advantage of the Health Savings Account you must enroll in either Health Savings Account PPO - BCBS or Health Savings Account PPO - CIGNA/HAP. If you are on Medicare you are not eligible to contribute to a Health Savings Account.		
Extended Care Coverage (ECC)	Extended Care Coverage	\$14.00
Coverage:	Self + Spouse/ Domestic Partner	Before Tax \$0.00
		After Tax: \$14.00
Enrolled Dependents	Samira M Fetouh	
<ul style="list-style-type: none">If you elect No Coverage - ECC, you are permanently excluded from future re-enrollment unless you waive medical coverage to be covered as a dependent of another GM Salaried employee or retiree who has ECC.		
Dental	Traditional Delta Dental (RS)	\$15.00
Coverage:	Self + Spouse/ Domestic Partner	Before Tax \$0.00
		After Tax \$15.00
Enrolled Dependents	Samira M Fetouh	
Vision:	Cole Managed Vision (S)	\$2.00


 Pg 16 of 31
 APS2080856902
 01076009
BALLOT #5649

PLEASE COMPLETE THE FOLLOWING

ITEM 1 Amount of General Unsecured Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a General Unsecured Claim against the Debtor listed below in the amount set forth below

Claim Amount	\$86,675 00
Debtor	MOTORS LIQUIDATION COMPANY

ITEM 2 Vote on the Plan. The undersigned holder of a Class 3 General Unsecured Claim in the amount set forth in Item 1 above hereby votes to

Check one box

Accept the Plan

02-15-11 A10.38 IN



Reject the Plan

ITEM 3 Acknowledgement and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the General Unsecured Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein

Print or Type Name of Claimant

MOHAMED A. FETOUH

Social Security or Federal Tax I D No of Claimant

371-66-6040

Signature

Name of Signatory (if different than claimant)

If by Authorized Agent, Title of Agent

Street Address

4864 SEASONS DR

City, State, and Zip Code

TROY, MI 48098

Telephone Number

248-641-1928

E-mail Address

MFETOUH@SBCGLOBAL.NET

Date Completed

2-2-2011

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of

☐ future notice mailings, **AND/OR** ☐ distributions



APS2080856902
01076009



FEIOUH MOHAMED A
4864 SEASONS
TROY MI 48098-6621

Mr Mohamed Fetouh
4864 Seasons
Troy, MI 48098-6621

BUSINESS REPLY MAIL

FIRST-CLASS MAIL

PERMIT NO 18

DUBLIN OH

POSTAGE WILL BE PAID BY ADDRESSEE



THE GARDEN CITY GROUP, INC
ATTN MOTORS LIQUIDATION CO BALLOTING CENTER
PO BOX 9386
DUBLIN OH 43017-9957

MAILED
MAY 23 2012
DUBLIN OH 43017



NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES



Exhibit 2

02482349

Pg 20 of 31

APS0654904910



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor (Check Only One) <input checked="" type="checkbox"/> Motors Liquidation Company (f/k/a General Motors Corporation) <input type="checkbox"/> MLCS, LLC (f/k/a Saturn, LLC) <input type="checkbox"/> MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) <input type="checkbox"/> MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc)		Case No 09-50026 (REG) 09-50027 (REG) 09-50028 (REG) 09-13558 (REG)
NO11 This form should not be used to make a claim for an administrative expense arising after the commencement of the case but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item # 5) All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503		
Name of Creditor (the person or other entity to whom the debtor owes money or property) MOHAMED FETOUEH	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim Court Claim Number _____ (If known) Filed on _____	
Name and address where notices should be sent MOHAMED FETOUEH 4864 SEASONS TROY MI 48098-6621	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars <input type="checkbox"/> Check this box if you are the debtor or trustee in this case	
Telephone number 248-641-1928 Email Address MFETOUEH@SBCGLOBAL.NET	Name and address where payment should be sent (if different from above) <div style="text-align: center;"> FILED - 23308 MOTORS LIQUIDATION COMPANY F/K/A GENERAL MOTORS CORP SDNY # 09-50026 (REG) </div>	
1 Amount of Claim as of Date Case Filed, June 1, 2009 \$ 142,697.00 If all or part of your claim is secured, complete item 4 below, however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.	5 Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a) If any portion of your claim falls in one of the following categories, check the box and state the amount Specify the priority of the claim <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5) <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2)) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)() Amount entitled to priority \$ _____ <small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>	
2 Basis for Claim Value of diminished health insurance <small>(See instruction #2 on reverse side)</small>	3 Last four digits of any number by which creditor identifies debtor 6040 3a Debtor may have scheduled account as _____ <small>(See instruction #3a on reverse side)</small>	
4 Secured Claim (See instruction #4 on reverse side) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information Nature of property or right of setoff <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other Describe _____ Value of Property \$ _____ Annual Interest Rate ____% Amount of arrearage and other charges as of time case filed included in secured claim, if any \$ _____ Basis for perfection _____ Amount of Secured Claim \$ _____ Amount Unsecured \$ _____		
6 Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim 7 Documents Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of redacted on reverse side) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain in an attachment: _____		
Date 11/10/09 11/10/09	Signature The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. 	
		FOR COURT USE ONLY

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules. The attorneys for the Debtors and their court-appointed claims agent, The Garden City Group, Inc., are not authorized and are not providing you with any legal advice.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL**, THE GARDEN CITY GROUP, INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, P.O. BOX 9386, DUBLIN, OH 43017-4286. **IF BY HAND OR OVERNIGHT COURIER**, THE GARDEN CITY GROUP, INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. PROOFS OF CLAIM MAY ALSO BE HAND DELIVERED TO THE UNITED STATES BANKRUPTCY COURT, SDNY, ONE BOWLING GREEN, ROOM 534, NEW YORK, NEW YORK 10004. **ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.**

THE GENERAL AND GOVERNMENTAL BAR DATE IS NOVEMBER 30, 2009 AT 5 00 PM (PREVAILING EASTERN TIME)

Court, Name of Debtor, and Case Number

These chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on June 1, 2009. You should select the debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

Creditor's Name and Address

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1 Amount of Claim as of Date Case Filed

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2 Basis for Claim

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage, note and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the debtor, trustee or another party in interest files an objection to your claim.

3 Last Four Digits of Any Number by Which Creditor Identifies Debtor

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor, if any.

3a Debtor May Have Scheduled Account As

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4 Secured Claim

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5 Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a)

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

For claims pursuant to 11 U.S.C. § 503(b)(9), indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before June 1, 2009, the date of commencement of these cases. (See DEFINITIONS, below.) Attach documentation supporting such claim.

6 Credits

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

7 Documents

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case. The Debtors in these Chapter 11 cases are:

Motors Liquidation Company	
(f/k/a General Motors Corporation)	09-50026 (REG)
MLCS, LLC	
(f/k/a Saturn, LLC)	09-50027 (REG)
MLCS Distribution Corporation	
(f/k/a Saturn Distribution Corporation)	09-50028 (REG)
MLC of Harlem, Inc.	
(f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558 (REG)

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with The Garden City Group, Inc. as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be

paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim for the value of any goods received by the debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's

tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing from The Garden City Group, Inc., please provide a self-addressed, stamped envelope and a copy of this proof of claim when you submit the original claim to The Garden City Group, Inc.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

Additional Information

If you have any questions with respect to this claim form, please contact Alix Partners at 1 (800) 414-9607 or by e-mail at claims@motorsliquidation.com.

Health Care Loss calculations as of 1/1/09

Employee: Mohamed A Fetouh, birth date 1/21/1944

Spouse dependent: Samira M Fetouh, birth date 9/3/1953

Mohamed A. Fetouh:

Amount of loss \$31,787

Samira M. Fetouh:

Amount of loss \$110,910

Total Lifetime Loss \$142,697

Calculations were based on data provided by GMR, Nov 09

see page 2
for age 65



SSA Actuarial Table Data
<http://www.ssa.gov/OACT/STATS/table4c6.html>

Exact Age as of Jan 1, 2009	Life Expectancy Male	Total	Life Expectancy Female	Total
45	32.81	\$51,539	36.79	\$59,101
46	31.93	\$50,407	35.87	\$57,893
47	31.06	\$49,294	34.96	\$56,704
48	30.2	\$48,200	34.05	\$55,515
49	29.34	\$47,106	33.14	\$54,326
50	28.49	\$46,031	32.24	\$53,156
51	27.65	\$44,975	31.35	\$52,005
52	26.83	\$43,957	30.46	\$50,854
53	26	\$42,920	29.57	\$49,703
54	25.19	\$41,921	28.69	\$48,571
55	24.37	\$40,903	27.82	\$47,458
56	23.57	\$39,923	26.94	\$46,326
57	22.77	\$38,943	26.08	\$45,232
58	21.97	\$37,963	25.22	\$44,138
59	21.19	\$37,021	24.37	\$43,063

page 1 of 2

used Cal.
myself
for
McDonald
Facts

60	20:42	\$36,098	23:53	\$42,007
61	19:66	\$35,194	22:7	\$40,970
62	18:91	\$34,309	21:88	\$39,952
63	18:17	\$33,443	21:08	\$38,972
64	17:44	\$32,596	20:28	\$37,992
65	16:73	\$31,787	19:49	\$37,031
66	16:02	\$30,438	18:7	\$35,530
67	15:32	\$29,108	17:93	\$34,067
68	14:63	\$27,797	17:17	\$32,623
69	13:96	\$26,524	16:42	\$31,198
70	13:3	\$25,270	15:69	\$29,811
71	12:66	\$24,054	14:97	\$28,443
72	12:04	\$22,876	14:27	\$27,113
73	11:43	\$21,717	13:58	\$25,802
74	10:84	\$20,596	12:9	\$24,510
75	10:26	\$19,494	12:24	\$23,256
76	9:7	\$18,430	11:59	\$22,021
77	9:15	\$17,385	10:96	\$20,824
78	8:63	\$16,397	10:34	\$19,646
79	8:11	\$15,409	9:74	\$18,506
80	7:62	\$14,478	9:16	\$17,404
81	7:14	\$13,566	8:59	\$16,321
82	6:68	\$12,692	8:04	\$15,276

Exact Age as of Jan 1, 2009	Life Expectancy Male	Total	Life Expectancy Female	Total
83	6:24	\$11,856	7:52	\$14,288
84	5:82	\$11,058	7:02	\$13,338
85	5:41	\$10,279	6:54	\$12,426
86	5:03	\$9,557	6:08	\$11,552
87	4:67	\$8,873	5:65	\$10,735
88	4:34	\$8,246	5:25	\$9,975
89	4:02	\$7,638	4:87	\$9,253
90	3:72	\$7,068	4:52	\$8,588
91	3:45	\$6,555	4:19	\$7,961
92	3:2	\$6,080	3:89	\$7,391
93	2:97	\$5,643	3:61	\$6,859
94	2:77	\$5,263	3:36	\$6,384
95	2:59	\$4,921	3:13	\$5,947
96	2:43	\$4,617	2:93	\$5,567
97	2:29	\$4,351	2:75	\$5,225
98	2:16	\$4,104	2:58	\$4,902

page 2 of 2

Spouse/Dependent Health Care Insurance Calculations

SS Actuarial Table

<http://www.ssa.gov/OACT/STATS/table4c6.html>

Exact Ages of Jan 1, 2009	Male Life Expectancy	Total	Female Life Expectancy	Total
45	32 ⁸ / ₁	\$97,655	36 ⁴ / ₇₉	\$119,545
46	31 ¹ / ₉₃	\$96,955	35 ¹ / ₈₇	\$118,625
47	31 ⁰ / ₆₁	\$96,310	34 ⁹ / ₉₆	\$117,760
48	30 ² / ₂	\$95,720	34 ⁰ / ₅₁	\$116,895
49	29 ³ / ₃₄	\$95,130	33 ¹ / ₁₄	\$116,030
50	28 ⁴ / ₉	\$94,595	32 ² / ₂₄	\$115,220
51	27 ⁶ / ₅	\$94,115	31 ³ / ₃₅	\$114,465
52	26 ⁸ / ₃	\$93,745	30 ⁴ / ₆₁	\$113,710
53	26 ¹ / ₂	\$93,320	29 ⁵ / ₇	\$112,955
54	25 ¹ / ₁₉	\$93,005	28 ⁶ / ₉	\$112,255
55	24 ³ / ₇	\$92,635	27 ¹ / ₈₂	\$111,610
56	23 ⁵ / ₇	\$92,375	26 ⁹ / ₄	\$110,910
57	22 ⁷ / ₇	\$92,115	26 ⁰ / ₈	\$110,320
58	21 ⁹ / ₇	\$91,855	25 ² / ₂	\$109,730
59	21 ¹ / ₁₉	\$91,705	24 ³ / ₇	\$109,195
60	20 ⁴ / ₂	\$91,610	23 ⁵ / ₃	\$108,715
61	19 ⁶ / ₆	\$91,570	22 ⁷ / ₇	\$108,290
62	18 ⁹ / ₁	\$91,585	21 ¹ / ₈₈	\$107,920
63	18 ¹ / ₇	\$91,655	21 ⁰ / ₈	\$107,660
64	17 ⁷ / ₄₄	\$91,780	20 ² / ₂₈	\$107,400
65	16 ⁷ / ₃	\$92,015	19 ⁷ / ₄₉	\$107,195
66	16 ⁰ / ₂	\$88,110	18 ⁷ / ₇	\$102,850
67	15 ³ / ₂	\$84,260	17 ⁹ / ₃	\$98,615
68	14 ¹ / ₆₃	\$80,465	17 ¹ / ₇	\$94,435

← calculation for
my wife
Samira Fetouh

page 1 of 1


 Pg 26 of 31
 APS20080926063
 02482349
BALLOT #5650

PLEASE COMPLETE THE FOLLOWING

ITEM 1 Amount of General Unsecured Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a General Unsecured Claim against the Debtor listed below in the amount set forth below

Claim Amount	\$142,697 00
Debtor	MOTORS LIQUIDATION COMPANY

ITEM 2 Vote on the Plan. The undersigned holder of a Class 3 General Unsecured Claim in the amount set forth in Item 1 above hereby votes to

Check one box

Accept the Plan

02-15-11 A10 37 IN



Reject the Plan

ITEM 3 Acknowledgement and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement, including all exhibits thereto. The undersigned certifies that (i) it is the holder of the General Unsecured Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein

Print or Type Name of Claimant

MOHAMED A. FETOUIH

Social Security or Federal Tax I D No of Claimant

371-66-6040

Signature

Name of Signatory (if different than claimant)

If by Authorized Agent, Title of Agent

Street Address

4864 SEASONS DR.

City, State, and Zip Code

TROY, MI 48098

Telephone Number

248-641-1928

E-mail Address

MFETOUIH@SBCGLOBAL.NET

Date Completed

2-2-2011

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of

☐ future notice mailings; **AND/OR** ☐ distributions



MOHAMED FETOUH
4864 SEASONS
TROY MI 48098-6621

Mr. Mohamed Fetouh
4864 Seasons
Troy, MI. 48098-6621

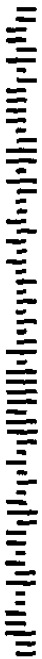
BUSINESS REPLY MAIL

FIRST-CLASS MAIL

PERMIT NO. 18

DUBLIN OH

POSTAGE WILL BE PAID BY ADDRESSEE



THE GARDEN CITY GROUP, INC
ATTN MOTORS LIQUIDATION CO BALLOTING CENTER
PO BOX 9386
DUBLIN OH 43017-9957

NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES



NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES

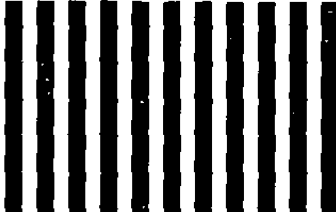


Exhibit 3

February 14, 2011

Mohamed A Fetouh
4864 Seasons Dr
Troy, MI 48098

Phone: 248-641-1928
e-mail: mfetouh@sbcglobal.net

Retired salaried employee of General Motors, with unsecured claim for health insurance benefits,
Claim No. 23308, Exhibit A, pgs 1-5, Debtor's 177th Omnibus Objection to Claims.

REFERENCE:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
MOTORS LIQUIDATION COMPANY, et al.,	:
f/k/a General Motors Corp., et al.	:
	:
Debtors.	:
-----X	

Chapter 11 Case No.

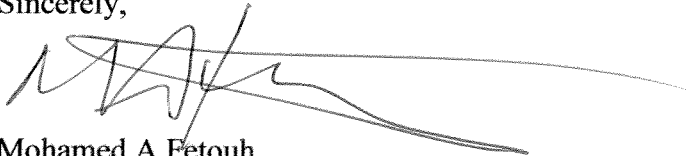
09-50026 (REG)

(Jointly Administered)

This letter is in response to the NOTICE OF DEBTORS' 177TH OMNIBUS OBJECTION TO CLAIMS, dated January 26, 2011.

I object to this attempt by Motors Liquidation Co. and General Motors to avoid paying any money to retirees who had been promised health insurance benefits in retirement. Their request to deny all these claims is unjust and inequitable. As my claim, dated 11/10/2009, indicates that my wife and I will have to pay out over \$142,697 cash during our expected lifetimes to maintain the same level of health insurance that we had been promised by General Motors. I respectfully ask the Court to order that my claim and others be honored by Motors Liquidation Co. and General Motors.

Sincerely,



Mohamed A Fetouh

February 14, 2011

Mohamed A Fetouh
4864 Seasons Dr
Troy, MI 48098

Phone: 248-641-1928
e-mail: mfetouh@sbcglobal.net

Retired salaried employee of General Motors, with unsecured claim for life insurance benefits,
Claim No. 23024, Exhibit A, pgs 1-5, Debtor's 171st Omnibus Objection to Claims.

REFERENCE:

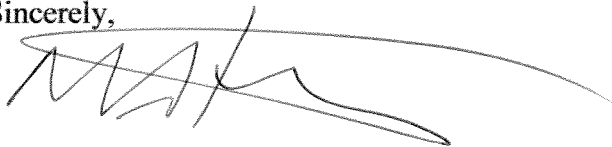
**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	(Jointly Administered)
Debtors.	:	

This letter is in response to the **NOTICE OF DEBTORS' 171st OMNIBUS OBJECTION TO CLAIMS, dated January 26, 2011.**

I object to this attempt by Motors Liquidation Co. and General Motors to avoid paying any money to retirees who had been promised life insurance benefits in retirement. Their request to deny all these claims is unjust and inequitable. As my claim, dated 11/10/2009, indicates that Motors Liquidation Co. and General Motors have cancelled my basic life insurance benefit that was valued at \$86,675 and left me without coverage. Their cancellation of this life insurance benefit makes it difficult for me at my age of 67 years old to obtain the same level of insurance that I had been promised by General Motors. I respectfully ask the Court to order that my claim and others be honored by Motors Liquidation Co. and General Motors.

Sincerely,



Mohamed A Fetouh